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(if different from Executive Offices)

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JUN 1 2 2003

SEC Potential persons who are to respond to the collection of information contained in 1972 (6-this form are not required to respond unless the form displays a currently valid 02) OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PROCESS

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005

Sestimated average burden

hours per response...1

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC US	E ONLY
Prefix	Serial
DATE	RECEIVED

Name of Offering ([] check if this is	an amendment and na	ame has changed	and indicate change	<u> </u>
Series B Redeemable Convertible		arrio rido oridrigod,	and indicate onding	···
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u> [] <u>Rul</u>	<u>e 505</u> [X] <u>Rule 5</u>	606 [] Section 4(6)	[] ULO
Type of Filing: [X] New Filing [] Am	endment			
	A. BASIC IDENTIFICA	ATION DATA		
1. Enter the information requested a	about the issuer	Security of the Control of Contro		
Name of Issuer ([] check if this is a	n amendment and nan	ne has changed, a	nd indicate change.))
iTRACS Corporation				
Address of Executive Offices (Num Area Code)	ber and Street, City, St	ate, Zip Code) Tel	ephone Number (In	cluding
Three Westbrook Corporate Center	, Suite 500, Westches	er, Illinois 60154	(708) 486-0147	
Address of Principal Business Oper (Including Area Code)	rations (Number and S	treet, City, State, Z	(ip Code) Telephone	Number

Brief Description of Business

Providing network infrastructure management solutions.

Actual or Estimated Date of In	corporation or	[09] [2000]	[X] Actual [] Estimated		
Commission of the commission o	ager die verbeite des gewennen der	Month Year			
[] business trust	[] limited par	tnership, to be formed	Limited liability company		
[X] corporation	[] limited par	tnership, already formed	[] other (please specify):		
Type of Business Organization	٦				
by the control of the	Committee of the state of the s	CONTRACTOR OF THE STATE OF THE			

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D] [E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[X]	Executive Officer	[X]	Director	[]	General and/o Managing Partner
Full Name (Last nam Pela, Peter L.	ne fir	st, if individu	ual)							
Business or Residen		•			•	•			o acid 1944 y <u>manager</u> ate de l	
Block 30 Loyang J	COLUMN TO ANY THE OWNER.	Man would be have a super a superior and a superior or superior and a superior an	- Conservation		and the contract of the contra		- ALL CONTRACTOR OF THE PARTY O	THE SAME OF THE PARTY OF THE PARTY.		
Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[X]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Reedy Thomas R										
Full Name (Last nam Three Westbrook (Suita 500 V	Vectob	octor Illina	sia 61	015 4		
Business or Residen		Principle (C) the Additional Section with the Section Assessment and section in	Character of 7	managa managangan dan mpandamin saman ingga nagan gayangan Palamin Sanda majar dan palamin	And a series of the interest payment			41.73		
Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Leslie Melzer			y of a special result.				Longia harmon and a			
Full Name (Last nam 5775 DTC Bouley)				mwood Vill	000 C	alarada 9	0111			
Business or Residen		والماد والمال والمناول والمناصوص والمناص والمناص والمناطون	***	minister eri ja den jako korto terratika alaksida jako anatom		والماحمون فهدور بهنورية بهناور فالماحمة فالوريد ويقاربها				
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Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[X]	Executive Officer	[Director	[]	General and/or Managing Partner
Full Name (Last nam Culhertson, Craig I		st, if individu	ıal)							
Business or Residen McGuireWoods LI								inois 6060	01	
		the second secon								
Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[X]	Executive Officer	[Director	[]	General and/or Managing Partner
Full Name (Last nam Reedy, John S.	e firs	st, if individu	ıal)		ing in the second of the secon		III TOO TOO TOO TOO TOO TOO TOO TOO TOO			
Business or Residen 1501 West Fountai		•			•	•	ode)			
Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[X]	Executive Officer	[Director	[]	General and/or Managing Partner
Full Name (Last nam Vanecko, Robert	e firs	st, if individu	ıal)		The state of the s					
Business or Residen Three Westbrook ()154	The second of the second	

Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last nam McNees, Richard	e fire	st, if individu	ual)							
Business or Residen 1501 West Fountai		•			•		ode)		Constant of Sports 1	
Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last nam Edelson, I. Steven	e firs	st, if individu	ual)							
Business or Residen 1372 Shermer Road					City, S	State, Zip C	ode)			
Check Box(es) that Apply:	i se consideración.	Promoter	prince desired in such as	(transmitted organization and property and anti-	[]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last nam Blount, W. Frank	e firs	st, if individu	ıal)							
Business or Residen Fifteen Piedmont C		•			-		ode)			
Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[X]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last nam Poole, Andrew	e firs	st, if individu	ıal)							
Business or Residen 1501 West Fountai		•					ode)			

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En completeness and only purely				B. INF	ORMAT	ION ABO	OUT OF	ERING			and the control of th	
offering Answe 2. Wha	. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this Yes No offering? [[X] Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any \$100,000 and or which in the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that will be accepted from any \$100,000 and or which it is the minimum investment that which is the minimum investment that which it is the minimum investment t								[X]			
3. Doe	s the offe	ering per	mit joint	ownersi	nip of a s	single un	it?				Yes	No []
directly in conrassocia state of listed a information.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be isted are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											
Full Na	ime (Las	t name f	irst, if ind	dividual)								
Busine	ss or Re	sidence	Address	(Numb	er and S	treet, Cit	y, State,	Zip Cod	e)		And the second second second second second	and the parties of the second
Name	of Assoc	iated Br	oker or E	Dealer					THE COURSE OF THE PERSON OF TH			
	in Which k "All Sta							Purchase	ers		[] All Sta	ates
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box **X** and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$11,911,514	\$11,911,514
[] Common [X] Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify Limited Liability Company Membership Interests).	\$ 0	\$ 0
Total	\$11,911,514	\$11,911,514
Assessment to Assessment to October 10 Office and Assessment 11 Office		

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number	Dollar Amount of
	Investors	Purchases
Accredited Investors	18	\$11,911,514
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	0	\$0

Aggregate

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering.

Classify securities by type listed in Part C-Question 1.

Type of offering		Type o Securi		Dolla Amo Sold	unt
Rule 505				\$	
Regulation A				\$	
Rule 504				\$	
Total	-			\$	
4. a. Furnish a statement of all expenses in connection with the is distribution of the securities in this offering. Exclude amounts related organization expenses of the issuer. The information may be given future contingencies. If the amount of an expenditure is not know estimate and check the box to the left of the estimate.	ating solely to en as subject to				
Transfer Agent's Fees		[]	\$0		
Printing and Engraving Costs		ij	\$0		
Legal Fees		[X]		5,000	
Accounting Fees		[]	\$0		
Engineering Fees	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	ij	\$0		
Sales Commissions (specify finders' fees separately)	***************************************	[]	\$0		
Other Expenses (identify)		[]	\$0		
Total	•••••	[X]	\$17	5,000	
C - Question 1 and total expenses furnished in response to Part C This difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the proposed to be used for each of the purposes shown. If the amount is not known, furnish an estimate and check the box to the left of total of the payments listed must equal the adjusted gross proceed forth in response to Part C - Question 4.b above.	ne issuer used or unt for any purpose the estimate. The		\$11 nents	,736,5	014
		to			
		Offic Dired & Affilia	ctors,	Payr To Othe	
Salaries and fees		[]\$		[]\$	
Purchase of real estate		[]\$		[]\$	
Purchase, rental or leasing and installation of machinery and equipment		[]\$	0	[]\$	0
Construction or leasing of plant buildings and facilities		[]\$	0	[]\$	0
Acquisition of other businesses (including the value of					
securities involved in this offering that may be used in			_		
exchange for the assets or securities of another issuer		[]\$	U	[]\$	
pursuant to a merger)					
Repayment of indebtedness		[]\$	0	\$8,0	00,000
Working capital		[]\$	0	\$3,73	36,514

Other (specify):		[]\$ 0	[]\$ 0
Column Totals Total Payments Listed (column totals adde	[]\$ 0 [X]\$ 0 [X]\$11,7	\$11,736,51	
	FEDERAL SIGNATURE		
The issuer has duly caused this notice to be notice is filed under Rule 505, the following to the U.S. Securities and Exchange Complete by the issuer to any non-accredi	g signature constitutes an underta mission, upon written request of i	aking by the issuer to ts staff, the informati	o furnish on
Issuer (Print or Type)	Signature	Date	
iTRACS Corporation	Robert & Vaneck	June (>, 200)	3
Name of Signer (Print or Type)	Title of Signer (Print of		
Robert G. Vanecko	Vice President of Cor Secretary	porate Development	and
ATTENTION Intentional misstatements or omissio U.S.C. 1001.)	ns of fact constitute federal cr	iminal violations. (S	See 18
E	E. STATE SIGNATURE		
1. Is any party described in 17 CFR 230.20 provisions of such rule?	62 presently subject to any of the	disqualification	Yes No [] [X]
See Append	dix, Column 5, for state response		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
iTRACS Corporation	Kabert H Vanecko June 10, 2003
Name of Signer (Print or Type)	Title (Print or Type)
Robert G. Vanecko	Vice President of Corporate Development and Secretary

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Series B Redeemable Convertible Preferred Stock	Number of Accredited Investors	Amount	Number of Non- Accredite d Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
со		X	1,600,000	2	1,600,000	0	0		X
ст									
DE									
DC									

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ОН 222,286 Х 1 222,286 0 0 Х ОК OR PΑ RI SC SD TΝ ΤХ UT VΤ VΑ WA WV WI WY PR

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002